

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/18/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Pittsburgh Brewing Company		09/17/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Iron City Brewing, LLC
Street Address:	3340 Liberty Avenue
City:	Pittsburgh
State/Country:	PENNSYLVANIA
Postal Code:	15201
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	0643376	AMERICAN
Registration Number:	2091023	IRON CITY BEER PITTSBURGH BREWING CO.
Registration Number:	1421367	IRON CITY DARK
Registration Number:	1451189	MUSTANG MALT LIQUOR
Registration Number:	2478537	AUGUSTINER

**CORRESPONDENCE DATA**

Fax Number: (412)918-1199  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 412-918-1100  
 Email: pboss@metzlewis.com  
 Correspondent Name: Barry I. Friedman, Esq.  
 Address Line 1: 11 Stanwix Street, 18th Floor  
 Address Line 4: Pittsburgh, PENNSYLVANIA 15222

**CH \$140.00 0643376**

ATTORNEY DOCKET NUMBER:	3782/002
NAME OF SUBMITTER:	Barry I. Friedman, Esq.
Signature:	/bif33695/
Date:	01/15/2008

**Total Attachments: 7**

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PITTSBURGH BREWING COMPANY", A DELAWARE CORPORATION, WITH AND INTO "IRON CITY BREWING, LLC" UNDER THE NAME OF "IRON CITY BREWING, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2007, AT 1:40 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4350133 8100M

071026068



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6007759

DATE: 09-18-07

TRADEMARK  
REEL: 003697 FRAME: 0329

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATION INTO  
DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

**FIRST:** The name of the surviving limited liability company is Iron City Brewing, LLC and the name of the corporation being merged into this surviving limited liability company is Pittsburgh Brewing Company.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

**THIRD:** The name of the surviving limited liability company is Iron City Brewing, LLC.

**FOURTH:** The merger is to become effective on September 18, 2007.

**FIFTH:** The Agreement of Merger is on file at Two Greenwich Office Park, Greenwich, Connecticut 06831, the place of business of the surviving limited liability company.

**SIXTH:** A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of any constituent limited liability company or stockholder of any constituent corporation.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, the 17<sup>th</sup> day of September, A.D., 2007.

By:   
Authorized Person

Name: Timothy Hickman

Print or Type

Title: President of the Sole Member of Iron City Brewing, LLC

AGREEMENT AND PLAN OF MERGER

of

PITTSBURGH BREWING COMPANY,  
a Delaware corporation

with and into

IRON CITY BREWING, LLC,  
a Delaware limited liability company

September 17, 2007

THIS AGREEMENT AND PLAN OF MERGER (the "*Agreement*"), is entered into by and among Pittsburgh Brewing Company, a Delaware corporation ("*Pittsburgh*") and Iron City Brewing, LLC, a Delaware limited liability company ("*Iron City*").

RECITALS

*WHEREAS*, pursuant to the Second Amended Joint Plan of Reorganization filed May 1, 2007 (the "*Second Amended Plan*") and the United States Bankruptcy Court's Order Confirming Second Amended Joint Plan of Reorganization of Pittsburgh and Keystone Brewers Holding Company, a Delaware corporation entered June 5, 2007 (the "*Confirmation Order*"), Pittsburgh shall be merged with and into Iron City;

*WHEREAS*, pursuant to the Confirmation Order, the Plan Proponents (as defined therein), including Pittsburgh, are hereby authorized, directed, and empowered to take all actions necessary or appropriate to implement the Second Amended Plan in accordance with its terms, including, without limitation, to enter into, implement, consummate, execute, and/or deliver the contracts, instruments, and other agreements or documents contemplated therein, consistent with the terms of this Confirmation Order and the Second Amended Plan;

*WHEREAS*, Pittsburgh Brewing Acquisition, LLC ("*PBA*") is the sole member of Iron City;

*WHEREAS*, PBA desires to merge Pittsburgh with and into Iron City; and

*WHEREAS*, PBA and Pittsburgh desire to consummate the business combination transaction provided for herein in which Pittsburgh will merge with and into Iron City (the "*Merger*"), with Iron City surviving the Merger, on the terms and subject to the conditions set forth in this Agreement.

AGREEMENT OF MERGER

NOW, THEREFORE, in consideration of the premises and of the mutual covenants contained herein, the parties hereby agree as follows:

ARTICLE I - DEFINITIONS

Capitalized terms used in this Agreement are used as defined in this Article I or elsewhere in this Agreement.

"*Closing*" has the meaning set forth in Section 2.03.

“*Closing Date*” has the meaning set forth in Section 2.03.

“*Delaware Law*” means the General Corporation Law and the Limited Liability Company Act of the State of Delaware.

“*Effective Time*” has the meaning set forth in Section 2.04.

“*Pittsburgh Shares*” means any shares of stock in Pittsburgh.

“*Iron City Membership Interest*” means any interest as a member in Iron City.

## ARTICLE II - THE MERGER

### 2.01 *Approval.*

(a) The Second Amended Plan and the Confirmation Order provide that Pittsburgh shall be merged with and into Iron City.

(b) PBA, the sole member of Iron City, approved the Merger by written consent on September 17, 2007.

2.02 *The Merger.* Upon the terms and subject to the conditions set forth in this Agreement, Pittsburgh shall be merged with and into Iron City at the Effective Time of the Merger. Following the Merger, the separate existence of Pittsburgh shall cease, and Iron City shall continue as the surviving entity and shall succeed to and assume all the rights and obligations of Pittsburgh in accordance with Delaware Law. Iron City, the surviving entity, will be responsible for, and obligated to pay, all applicable Delaware taxes and/or any related fees of Pittsburgh if the same are not timely paid.

2.03 *Closing.* The Closing of the Merger (the “*Closing*”) will take place at Iron City’s principal office on September 18, 2007 (the date of the Closing being referred to herein as the “*Closing Date*”). At the Closing, (i) the Certificate of Merger shall be executed and acknowledged by the President of Pittsburgh, (ii) the Certificate of Merger shall be executed and acknowledged by PBA as the sole member of Iron City and (iii) the parties shall take such further action as is required to consummate the transactions described in this Agreement and the Certificate of Merger.

2.04 *Effective Time.* On September 18, 2007, the parties shall file the Certificate of Merger with the Delaware Secretary of State, executed in accordance with the relevant provisions of Delaware Law, as applicable, and shall make all other filings or recordings required under the provisions of Delaware Law. The Merger will be effective upon filing (the “*Effective Time*” of the Merger).

2.05 *Effects of the Merger.* The Merger shall have the effects set forth in the provisions of Delaware Law.

### 2.06 *Certificate of Formation and Company Agreement.*

(a) The Certificate of Formation of Iron City, as in effect at the Effective Time of the Merger, shall be the Certificate of Formation of Iron City, the surviving entity, until thereafter changed or amended as provided therein or by applicable law.

(b) The Limited Liability Company Agreement of Iron City, as in effect at the Effective Time of the Merger, shall be the Limited Liability Company Agreement of Iron City, the surviving entity, until thereafter changed or amended as provided therein or by applicable law.

2.07 *Copy of the Agreement.* An executed copy of this Agreement will be kept on file at the offices of Iron City, the surviving entity. A copy of the Agreement will be furnished by Iron City, on written request and without cost, to any member of Iron City (or former stockholder of Pittsburgh) and to any creditor or obligee of Pittsburgh at the time of the Merger if such obligation is then outstanding.

### ARTICLE III - EFFECT OF MERGER ON CORPORATE SHARES

3.01 *Cancellation of Pittsburgh Shares.* As of the Effective Time of the Merger, by virtue of the Merger and without any action on the part of Iron City or the holder of any Pittsburgh Shares, the issued and outstanding Pittsburgh Shares shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and the holder of such Pittsburgh Shares shall cease to have any rights with respect thereto, and no Iron City Membership Interest or other consideration shall be delivered in exchange therefor.




IN WITNESS WHEREOF, the undersigned entities have executed this Agreement on the date set forth above.

**PITTSBURGH BREWING COMPANY,**  
a Delaware corporation

By:   
Name: Joseph Piccolilli  
Title: President

**IRON CITY BREWING, LLC,**  
a Delaware limited liability company

By: Pittsburgh Brewing Acquisition, LLC  
a Delaware limited liability company,  
its sole member

By:   
Name: Timothy Hickman  
Title: President

*Signature Page to Agreement and Plan of Merger of  
Pittsburgh Brewing Company with and into Iron City Brewing, LLC*